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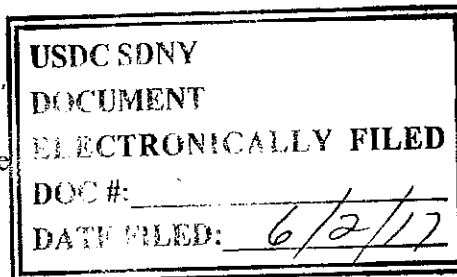
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May 30, 2017

Via ECF

Hon. P. Kevin Castel
United States District Judge
Daniel Patrick Moynihan
United States Courthouse
500 Pearl Street
New York, NY 10007-1312



*Proposed
Page Extension
Granted
Go on order
USDC
6-2-17*

Re: In re: SunEdison, Inc., Securities Litigation, No. 1:16-md-02742-PKC –
Horowitz v. SunEdison, Inc., No. 1:16-cv-07917-PKC

Dear Judge Castel:

We write on behalf of the Individual Defendants¹ and Underwriter Defendants² (together, “Defendants”) regarding the page limitations for the motion to dismiss briefing in the *Horowitz* action. Under the Court’s individual practices, “unless prior permission has been granted, memoranda of law in support of and in opposition to motions are limited to 25 pages, and reply memoranda are limited to 10 pages.” Para. 4(d).

Plaintiffs’ Second Amended Consolidated Complaint spans 231 pages, and contains claims under the Securities Exchange Act of 1934 (“Exchange Act”) against Messrs. Chatila and Wuebbels, and under the Securities Act of 1933 (“Securities Act”) against all Defendants, as well as against SunEdison’s outside auditor KPMG, which is represented by McGuireWoods LLP. Plaintiffs’ Securities Act claims are pled separately from the Exchange Act claims.

Defendants, excluding KPMG, have divided their briefing into one motion addressing the Securities Act claims, and one motion addressing the Exchange Act claims. Defendants have coordinated to the fullest extent possible to ensure efficient discussion of the overlapping factual issues and legal standards. Nevertheless, in light of the length of the *Horowitz* complaint, the

¹ The Individual Defendants are Antonio R. Alvarez, Ahmad Chatila, Clayton Daley, Jr., Emmanuel Hernandez, Georganne C. Proctor, Steven Tesoriere, James B. Williams, Brian Wuebbels, Randy H. Zwirn, and Peter Blackmore.

² The Underwriter Defendants are Deutsche Bank Securities Inc., Goldman, Sachs & Co. LLC (f/k/a Goldman, Sachs & Co.), J.P. Morgan Securities LLC, Macquarie Capital (USA) Inc., MCS Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. LLC.



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number of challenged statements, and number and complexity of the issues raised, Defendants request a small number of additional pages for their motions to allow for a more complete discussion.

Defendants have met and conferred with Plaintiffs, and the parties have agreed to the following expansion of the page limits set forth in the Court's individual practices, and respectfully request that the Court grant the following page limits:

1. Defendants are allowed a maximum of 65 pages, to be shared between the Exchange Act and Securities Act motions to dismiss.³
2. Plaintiffs are allowed a maximum of 65 pages to use in opposition to the Exchange Act and Securities Act motions to dismiss.
3. On reply, Defendants are allowed up to 1/2 the number of pages that Plaintiffs use in their opposition brief(s), to be shared across the Exchange Act and Securities Act reply briefs.⁴

Respectfully submitted,

By: /s/ Sara B. Brody

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³ The requested combined 65 pages would amount to 15 additional pages beyond the 50 pages that Defendants are allowed for the two briefs under the Court's rules.

⁴ Defendants understand that KPMG will be filing a separate motion to dismiss in accordance with the Court's rules. The above-proposed page limits do not include KPMG's motion, or any opposition or reply briefs related to KPMG's motion.



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cc: All Counsel of Record (via ECF)